

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

KATHERINE E. SHROPSHIRE and HAROLD
LEVINE, Individually and On Behalf of All Others
Similarly Situated,

Plaintiffs,

v.

SMITH BARNEY FUND MANAGEMENT LLC,
and CITIGROUP GLOBAL MARKETS, INC.,

Defendants.

Civil Action No. 05-CV-7818
(WHP)

**DECLARATION OF JOSEPH R. SEIDMAN, JR. IN SUPPORT OF
THE MOTION OF OPERATING ENGINEERS LOCAL 649 ANNUITY TRUST
FUND AND JEFFREY WEBER FOR APPOINTMENT AS LEAD PLAINTIFFS
AND APPROVAL OF LEAD PLAINTIFFS' SELECTION OF LEAD COUNSEL**

JOSEPH R. SEIDMAN, JR., under penalties of perjury, hereby declares:

I am associated with Bernstein Liebhard & Lifshitz, LLP. I make this Declaration in Support of the Motion to Appoint Operating Engineers Local 649 Annuity Trust Fund and Jeffrey Weber (the "Movants") as Lead Plaintiffs Pursuant to Section 21D(a)(3)(B) of the Securities Exchange Act of 1934 and to Approve Lead Plaintiffs' Choice of Counsel. The matters set forth herein are stated within my personal knowledge.

Attached hereto are true and correct copies of the following documents:

Exhibit 1: Movants' sworn Certifications;

Exhibit 2: Press release issued on Business Wire, dated October 12, 2005;
and

Exhibit 3: Firm resume for Bernstein Liebhard & Lifshitz, LLP.

Dated: December 12, 2005

/s/

JOSEPH R. SEIDMAN, JR.

EXHIBIT 1

**CERTIFICATION OF NAMED PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

ROBERT MARKHAM, ON BEHALF OF OPERATING ENGINEERS LOCAL 649 ANNUITY TRUST FUND, ("Plaintiff"), declares the following as to the claims asserted under the federal securities laws, that:

1. Plaintiff has reviewed the complaint filed in this matter and has authorized the filing of a complaint based on similar allegations in a related or amended complaint. Plaintiff retains Bernstein Liebhard & Lifshitz, LLP and such co-counsel it deems appropriate to associate with to pursue such action on a contingent fee basis.
2. Plaintiff did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in this private action.
3. Plaintiff is willing to serve as a lead plaintiff either individually or as part of a group. A lead plaintiff is a representative party who acts on behalf of other class members in directing the action, and whose duties may include testifying at deposition and trial. I understand that the litigation is not settled, this is not a claim form, and sharing in any recovery is not dependent upon execution of this Certification.
4. Plaintiff's transaction(s) in the SMITH BARNEY FAMILY OF FUNDS, security that is the subject of this action during the period are as follows:


<u>No. of Shares</u>	<u>Stock Symbol</u>	<u>Buy/Sell</u>	<u>Date</u>	<u>Price Per Share</u>
(See attached)				

Please list other transactions on a separate sheet of paper, if necessary.

5. During the three years prior to the date of this Certification, Plaintiff has not sought to serve or served as a representative party for the class in any action filed under the federal securities laws except as indicated here:
6. Plaintiff has complete investment authority and is the agent and attorney-in-fact with full power and authority to bring suit to recover for investment losses.
7. The undersigned is authorized to sign this Certification on behalf of Plaintiff.
8. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, or as ordered or approved by the court, including any award for reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this ___ day of December, 2005.


 Signature
 Robert Markham
 Chairman, Pension Fund Board of Trustees
 Operating Engineers Local 649 Annuity Trust Fund
Robert D. Markham
 Print Name

Operating Engineers Loc. 649 Annuity Fund Attachment – Capital Preservation Fund

Purchases

Date	Amount	Value
09/20/2000	25,517	\$415,000
04/04/2001	11,917	\$200,000
07/03/2002	16,857.4	\$300,000
12/29/2003	12,960	\$250,000
04/07/2004	23,065	\$450,000
03/29/2005	9,872	\$200,000
04/29/2005	9,872	\$200,000

Sales

Date	Amount	Value
11/10/2000	248	\$3,329
02/13/2001	245	\$3,286
08/13/2001	250	\$4,274
12/31/2001	250	\$3,389
03/29/2002	250	\$4,406
05/14/2002	250	\$3,382
08/09/2002	250	\$3,428
11/13/2002	260	\$4,759
02/24/2003	260	\$3,567
05/13/2003	260	\$4,876
08/12/2003	260	\$3,564
11/12/2003	260	\$3,566
03/10/2004	260	\$3,612
05/13/2004	268	\$5,235
08/12/2004	281	\$5,545
11/12/2004	282	\$5,617
03/02/2005	282	\$5,669
05/10/2005	9,871	\$200,098
05/10/2005	282	\$5,728
08/09/2005	287	\$5,897

Holdings

End of year 2000: 393,411 shares of Capital Preservation Fund (value \$6,476,093)
End of year 2001: 404,582 shares of Capital Preservation Fund (value \$7,043,771)
End of year 2002: 420,227 shares of Capital Preservation Fund (value of \$7,702,763)
End of year 2003: 432,145 shares of Capital Preservation Fund (value of \$8,310,142)
End of year 2004: 454,118 shares of Capital Preservation Fund (value of \$9,086,895)
End of year 2005: 463,138 shares of Capital Preservation Fund (value of \$9,600,851)

**CERTIFICATION OF NAMED PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

I, **JEFFREY WEBER**, ("Plaintiff"), declare the following as to the claims asserted under the federal securities laws, that:

1. Plaintiff has reviewed the complaint filed in this matter and has authorized the filing of a complaint based on similar allegations in a related or amended complaint. Plaintiff retains Bernstein Liebhard & Lifshitz, LLP and such co-counsel it deems appropriate to associate with to pursue such action on a contingent fee basis.

2. Plaintiff did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in this private action.

3. Plaintiff is willing to serve as a lead plaintiff either individually or as part of a group. A lead plaintiff is a representative party who acts on behalf of other class members in directing the action, and whose duties may include testifying at deposition and trial. I understand that the litigation is not settled, this is not a claim form, and sharing in any recovery is not dependent upon execution of this Certification.

4. Plaintiff's transaction(s) in the **SMITH BARNEY FAMILY OF FUNDS**, security that is the subject of this action during the period are as follows:

<u>No. of Shares</u>	<u>Stock Symbol</u>	<u>Buy/Sell</u>	<u>Date</u>	<u>Price Per Share</u>
7,188,056	Smith Barney Large Cap Growth & Value	Buy	7/21/99	\$11.52

Please list other transactions on a separate sheet of paper, if necessary.

5. During the three years prior to the date of this Certification, Plaintiff has not sought to serve or served as a representative party for the class in any action filed under the federal securities laws except as indicated here: None

6. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, or as ordered or approved by the court, including any award for reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this ___ day of December, 2005.

Signature

Print Name

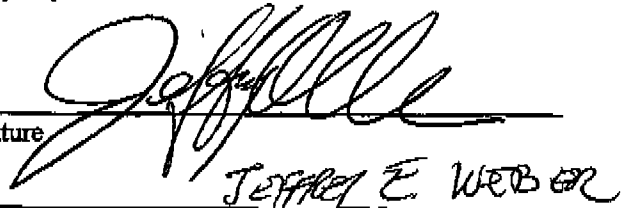

JEFFREY E. WEBER

EXHIBIT 2

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Press Release

Source: Stull, Stull & Brody

Stull, Stull & Brody Announces Amended Class Action against Smith Barney Fund Management LLC on Behalf of Purchasers of Smith Barney Mutual Funds

Wednesday October 12, 6:07 pm ET

NEW YORK--(BUSINESS WIRE)--Oct. 12, 2005--Notice is hereby given that an amended class action lawsuit was filed on October 11, 2005 in the United States District Court for the Southern District of New York, against Smith Barney Fund Management LLC ("Smith Barney") and Citigroup Global Markets, Inc. ("Global Markets") on behalf of purchasers and holders of Smith Barney mutual funds during the period between August 26, 2000 and August 26, 2005, inclusive (the "Class Period").

The Smith Barney mutual funds and their respective symbols are as follows:

Smith Barney Aggressive Growth Fund (Nasdaq: [SHRAX](#) - [News](#), [SAGBX](#) - [News](#), [SAGCX](#) - [News](#), [SAGYX](#) - [News](#))
 Smith Barney All Cap Growth and Value Fund (Nasdaq: [SPAAX](#) - [News](#), [SPBBX](#) - [News](#), [SPBLX](#) - [News](#))
 Smith Barney Appreciation Fund (Nasdaq: [SHAPX](#) - [News](#), [SAPBX](#) - [News](#), [SAPCX](#) - [News](#), [SAPYX](#) - [News](#))
 Smith Barney Arizona Municipals Fund (Nasdaq: [SLAZX](#) - [News](#), [SAZBX](#) - [News](#), [SAZLX](#) - [News](#))
 Smith Barney Balanced Portfolio (Nasdaq: [SBBAX](#) - [News](#), [SCBBX](#) - [News](#), [SCBCX](#) - [News](#))
 Smith Barney California Municipals Fund (Nasdaq: [SHRCX](#) - [News](#), [SCABX](#) - [News](#), [SCACX](#) - [News](#))
 Smith Barney Classic Values Fund (Nasdaq: [SCLAX](#) - [News](#), [SCLBX](#) - [News](#), [SCLLX](#) - [News](#))
 Smith Barney Conservative Portfolio (Nasdaq: [SBCPX](#) - [News](#), [SBCBX](#) - [News](#), [SBCLX](#) - [News](#))
 Smith Barney Diversified Large Cap Growth Fund (Nasdaq: [CFLGX](#) - [News](#), [CLCBX](#) - [News](#), [SMDLX](#) - [News](#))
 Smith Barney Diversified Strategic Income Fund (Nasdaq: [SDSAX](#) - [News](#), [SLDSX](#) - [News](#), [SDSIX](#) - [News](#))
 Smith Barney Dividend and Income Fund (Nasdaq: [SUTAX](#) - [News](#), [SLSUX](#) - [News](#), [SDDLX](#) - [News](#))
 Smith Barney Financial Services Fund (Nasdaq: [SBFAX](#) - [News](#), [SBFBX](#) - [News](#), [SFSLX](#) - [News](#))
 Smith Barney Florida Portfolio (Nasdaq: [SBFLX](#) - [News](#), [FLABX](#) - [News](#), [SFLX](#) - [News](#))
 Smith Barney Fundamental Value Fund (Nasdaq: [SHFVX](#) - [News](#), [SFVBX](#) - [News](#), [SFBCX](#) - [News](#))
 Smith Barney Georgia Portfolio (Nasdaq: [SBGAX](#) - [News](#), [SBRBX](#) - [News](#), [SGALX](#) - [News](#))
 Smith Barney Global All Cap Growth and Value Fund (Nasdaq: [SPGAX](#) - [News](#), [SPGGX](#) - [News](#), [SPGLX](#) - [News](#))
 Smith Barney Global Government Bond Portfolio (Nasdaq: [SBGLCX](#) - [News](#), [SBGBX](#) - [News](#), [SGGLX](#) - [News](#))
 Smith Barney Global Portfolio (Nasdaq: [CAGAX](#) - [News](#), [CAGBX](#) - [News](#), [SGPLX](#) - [News](#))
 Smith Barney Government Securities Fund (Nasdaq: [SGVAX](#) - [News](#), [HGVSX](#) - [News](#), [SGSLX](#) - [News](#))
 Smith Barney Group Spectrum Fund (Nasdaq: [SGSAX](#) - [News](#), [SGSBX](#) - [News](#), [SFTLX](#) - [News](#))
 Smith Barney Growth Portfolio (Nasdaq: [SGCRX](#) - [News](#), [SGRBX](#) - [News](#), [SCGCX](#) - [News](#))
 Smith Barney Hansberger Global Value Fund (Nasdaq: [SGLAX](#) - [News](#), [SGLBX](#) - [News](#), [SGLCX](#) - [News](#))
 Smith Barney Health Sciences Fund (Nasdaq: [SBHAX](#) - [News](#), [SBHBX](#) - [News](#), [SBHLX](#) - [News](#))
 Smith Barney High Growth Portfolio (Nasdaq: [SCHAX](#) - [News](#), [SCHBX](#) - [News](#), [SCHCX](#) - [News](#))
 Smith Barney High Income Fund (Nasdaq: [SHIAX](#) - [News](#), [SHIBX](#) - [News](#), [SHICX](#) - [News](#))
 Smith Barney Income Portfolio (Nasdaq: [SCAAX](#) - [News](#), [SCIAX](#) - [News](#), [SCILX](#) - [News](#))
 Smith Barney Intermediate Maturity CA Municipals Fund (Nasdaq: [ITCAX](#) - [News](#), [STDBX](#) - [News](#), [SIMLX](#) - [News](#))
 Smith Barney Intermediate Maturity NY Municipals Fund (Nasdaq: [IMNYX](#) - [News](#), [SNMBX](#) - [News](#), [SINLX](#) - [News](#))
 Smith Barney International All Cap Growth Portfolio (Nasdaq: [SBIEX](#) - [News](#), [SBIBX](#) - [News](#), [SBICK](#) - [News](#))
 Smith Barney International Large Cap Fund (Nasdaq: [CFIPX](#) - [News](#), [SILCX](#) - [News](#), [SILLX](#) - [News](#))
 Smith Barney Investment Grade Bond Fund (Nasdaq: [SIGAX](#) - [News](#), [HBDIX](#) - [News](#), [SBILX](#) - [News](#))
 Smith Barney Large Cap Core Fund (Nasdaq: [GROAX](#) - [News](#), [GROBX](#) - [News](#), [SCPLX](#) - [News](#))
 Smith Barney Large Cap Growth and Value Fund (Nasdaq: [SPSAX](#) - [News](#), [SPGBX](#) - [News](#), [SPSLX](#) - [News](#))
 Smith Barney Large Cap Value Fund (Nasdaq: [SBCIX](#) - [News](#), [SBCCX](#) - [News](#), [SBGDX](#) - [News](#))
 Smith Barney Large Capitalization Growth Fund (Nasdaq: [SBLGX](#) - [News](#), [SBLBX](#) - [News](#), [SLCCX](#) - [News](#), [SBLIX](#) - [News](#))
 Smith Barney Limited term Portfolio (Nasdaq: [SBLTX](#) - [News](#), [STMBX](#) - [News](#), [SMLLX](#) - [News](#))
 Smith Barney Managed Governments Fund (Nasdaq: [SHMGX](#) - [News](#), [MGVBX](#) - [News](#), [SMGLX](#) - [News](#))
 Smith Barney Managed Municipals Fund (Nasdaq: [SHMMX](#) - [News](#), [SMMBX](#) - [News](#), [SMMCX](#) - [News](#))
 Smith Barney Massachusetts Municipals Fund (Nasdaq: [SLMMX](#) - [News](#), [SMABX](#) - [News](#), [SMALX](#) - [News](#))

Smith Barney Mid Cap Core Fund (Nasdaq: [SBMAX](#) - News, [SBMDX](#) - News, [SBMLX](#) - News, [SMBYX](#) - News)
 Smith Barney Municipal High Income Fund (Nasdaq: [STXAX](#) - News, [SXMT](#) - News, [SMHLX](#) - News)
 Smith Barney National Portfolio (Nasdaq: [SBBNX](#) - News, [SBNBX](#) - News, [SBNLX](#) - News)
 Smith Barney New Jersey Municipals Fund (Nasdaq: [SHNJX](#) - News, [SNJBX](#) - News, [SNJLX](#) - News)
 Smith Barney New York Portfolio (Nasdaq: [SBNYX](#) - News, [SMNBX](#) - News, [SBYLX](#) - News)
 Smith Barney Oregon Municipals Fund (Nasdaq: [SHORX](#) - News, [SORBX](#) - News, [SORLX](#) - News)
 Smith Barney Pennsylvania Portfolio (Nasdaq: [SBPAX](#) - News, [SBPBX](#) - News, [SPALX](#) - News)
 Smith Barney S & P 500 Index Fund (Nasdaq: [SBSFX](#) - News)
 Smith Barney SB Adjustable Rate Income Fund (Nasdaq: [ARMZX](#) - News, [ARMBX](#) - News, [ARMGX](#) - News)
 Smith Barney SB Capital and Income Fund (Nasdaq: [SOPAX](#) - News, [SOPTX](#) - News, [SBPLX](#) - News)
 Smith Barney SB Convertible Fund (Nasdaq: [SCRAX](#) - News, [SCVSX](#) - News, [SMCLX](#) - News, [SCVYX](#) - News)
 Smith Barney SB Growth & Income Fund (Nasdaq: [GRIAX](#) - News, [BRIEX](#) - News, [SGAIX](#) - News)
 Smith Barney Short Duration Municipal Income Fund (Nasdaq: [SHDAX](#) - News, [SHDBX](#) - News, [SHDLX](#) - News)
 Smith Barney Short-Term Investment Grade Bond Fund (Nasdaq: [SBSTX](#) - News, [SHBEX](#) - News, [SSTLX](#) - News)
 Smith Barney Small Cap Core Fund (Nasdaq: [SBDX](#) - News, [SDBX](#) - News, [SBDLX](#) - News)
 Smith Barney Small Cap Growth Fund (Nasdaq: [SBSGX](#) - News, [SBYBX](#) - News, [SBSLX](#))
 Smith Barney Small Cap Growth Opportunities Fund (Nasdaq: [CFSGX](#) - News, [SMOBX](#) - News, [SGOLX](#) - News)
 Smith Barney Small Cap Value Fund (Nasdaq: [SBVAX](#) - News, [SBVBX](#) - News, [SBVLX](#) - News)
 Smith Barney Social Awareness Fund (Nasdaq: [SSIAX](#) - News, [SESIX](#) - News, [SESLX](#) - News)
 Smith Barney Technology Fund (Nasdaq: [SBTAX](#) - News, [SBTBX](#) - News, [SBQLX](#) - News)
 Smith Barney Total Return Bond Fund (Nasdaq: [TRBAX](#) - News, [TRBBX](#) - News, [SBTLX](#) - News)
 Smith Barney U.S. Government Securities Fund (Nasdaq: [SBCGX](#) - News, [SBUBX](#) - News, [SBULX](#) - News)

If you purchased any of the Smith Barney mutual funds between August 26, 2000 and August 26, 2005, inclusive, and sustained damages, you may, no later than December 12, 2005, request that the Court appoint you as lead plaintiff. A lead plaintiff is a representative party that acts on behalf of other class members in directing the litigation. In order to be appointed lead plaintiff, the Court must determine that the class member's claim is typical of the claims of other class members, and that the class member will adequately represent the class. Under certain circumstances, one or more class members may together serve as "lead plaintiff." Your ability to share in any recovery is not, however, affected by the decision whether or not to serve as a lead plaintiff. You may retain Stull, Stull & Brody, or other counsel of your choice, to serve as your counsel in this action. Stull, Stull & Brody has litigated many class actions for violations of securities laws in federal courts over the past 30 years and has obtained court approval of substantial settlements on numerous occasions. Stull, Stull & Brody maintains offices in both New York and Los Angeles.

The action is pending in the United States District Court for the Southern District of New York against defendants Smith Barney and Global Markets. The amended complaint alleges that during the Class Period, Smith Barney served as investment advisor to the Smith Barney mutual funds and in this capacity recommended that the Smith Barney mutual funds contract with an affiliate of Smith Barney to perform limited transfer agent services while sub-contracting with the Smith Barney mutual funds' existing transfer agent. The existing transfer agent would perform almost all the same services it had previously performed, but at a steep discount, permitting Smith Barney's affiliate to keep the discount and thus gain a high profit while performing only limited work. The amended complaint alleges that this transaction was made in self-interest in order to permit Smith Barney and its affiliates to profit at the expense of the Smith Barney mutual funds and their shareholders.

If you wish to discuss this action or have any questions concerning this notice or your rights or interests with respect to these matters, please contact James Lahm at Stull, Stull & Brody by calling toll-free 1-800-337-4983, or by e-mail at SSBNY@aol.com, or by fax at 212/490-2022, or by writing to Stull, Stull & Brody, 6 East 45th Street, New York, NY 10017. You can also visit our website at www.ssbnny.com.

Contact:

Stull, Stull & Brody, New York
 James Lahm, 1-800-337-4983
SSBNY@aol.com
 Fax: 212-490-2022
www.ssbnny.com

Source: Stull, Stull & Brody

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EXHIBIT 3

BERNSTEIN LIEBHARD & LIFSHITZ, LLP

**10 East 40th Street
New York, New York 10016
(212) 779-1414**

**231 State Street
Harrisburg, PA 17101
(717) 234-6646**

Bernstein Liebhard & Lifshitz, LLP was formed in 1993 as a boutique litigation practice to represent institutional and individual investors in shareholder class and derivative action litigation and consumers in consumer fraud and antitrust litigation. The firm has been recognized by THE NATIONAL LAW JOURNAL for three consecutive years as one of the top plaintiffs' firms in the country. In 2005, THE NATIONAL LAW JOURNAL named only twelve firms to the list (down from twenty-five in 2003 and twenty in 2004), not all of which do securities litigation. The firm has also received Martindale-Hubbell's highest ratings for legal ability (A) and ethical standards (V). With approximately thirty lawyers, the firm has offices in New York and Pennsylvania.

We have been appointed lead counsel in numerous class actions around the country and actively litigated scores of actions to successful conclusions. For example, the firm, as lead or executive committee counsel, has successfully obtained many multi-million dollar settlements of securities class actions and commercial litigations. These cases include: *In re Initial Public Offering Securities Litigation* (in which there is a \$1 billion minimum settlement guarantee, preliminarily approved by the court); *In re Deutsche Telekom AG Securities Litigation* (\$120 million); *AXA Financial Shareholders Litigation* (\$500 million increased merger consideration); *Lin Broadcasting Corporation Shareholders Litigation* (\$64 million increased merger consideration); *Bankers Trust Securities Litigation* (\$58 million); *Bausch & Lomb, Inc. Securities Litigation* (\$42 million); *Riscorp Inc. Securities Litigation* (\$21 million); *Banpais S.A. Securities Litigation* (\$9.25 million); and *Triton Energy Corporation Securities Litigation* (\$8 million). The firm acted as special litigation counsel to the Creditors Committee of Pandick Inc. (formerly the largest financial printer in the country) in connection with a complex fraudulent conveyance litigation and successfully recovered from Pandick's banks and directors over \$14 million for Pandick's creditors.

The firm has also served as lead counsel in numerous corporate governance and corporate takeover litigations (both hostile and friendly) on behalf of stockholders of public corporations. The firm has prosecuted actions challenging numerous highly publicized corporate transactions which violated fair process and fair price, and the applicability of the business judgment rule. These cases have resulted in multi-million dollar improvements in transaction terms and in strengthening the democratic rights of public shareholders. Recently, the firm successfully represented the public stockholders of Quickturn Design Systems, Inc. in a trial in the Delaware Chancery Court, which invalidated a modified “dead-hand” poison pill anti-takeover provision. The trial verdict was affirmed by the Delaware Supreme Court, paving the way for a takeover of Quickturn at a substantial premium.

The firm has an active consumer practice, and has, for instance, obtained large settlements in consumer fraud class actions for classes consisting of owners and lessees of certain Volvo automobiles (\$30 million) and certain Saab automobiles (\$4.25 million). The firm has also achieved substantial consumer class action settlements against processors of apple juice, including Minute Maid, Juicy Juice, and Tropicana, as well as against Doan’s Back Pills.

The firm is presently litigating antitrust and consumer class actions against Pfizer, Del Monte Fresh Produce Company, and many Not-For-Profit Hospitals in the Northeast.

Courts have repeatedly praised the efforts of the firm and its partners.

Vice Chancellor (now Delaware Supreme Court Justice) Myron T. Steele, in approving a shareholder class action settlement about which the Court stated “I’m impressed with the innovative nature...of the benefit that’s been provided”, continued his remarks to partner Stanley Bernstein: “It’s my turn to make a compliment in open court: that the plaintiff is represented by highly competent counsel, a counsel that demonstrates consistently to me an incredible work ethic in achieving the benefits that were achieved here.” *In re Illinois Central Corporation Shareholders Litigation*, C.A. 16184 (Del. Chancery Ct.), Transcript of Hearing, Feb. 25, 1999 at 29-30.

Judge Denise Cote, in approving a \$7.5 million settlement where the firm served as sole lead counsel, found that: “Plaintiffs are represented by counsel who are skilled in federal securities and class action litigation Counsel have been diligent and well prepared. Jeffrey Haber, in particular, was

especially helpful Plaintiffs' counsel has performed an important public service in this action and have done so efficiently and with integrity You have the thanks of this court." *In re Take Two Interactive Software, Inc. Securities Litigation*, 01 Civ. 9919, S.D.N.Y., Transcript of Hearing, October 4, 2002 at 40, 44.

In approving a settlement on behalf of the purchasers of Tower Air, Inc. securities and describing the firm's services for the class as sole lead counsel, Judge Reena Raggi of the Eastern District of New York commented that: "[t]he quality of the legal work throughout has been high and conscientious...." *In re Tower Air, Inc. Securities Litigation*, 94 Civ. 1347, E.D.N.Y., Transcript of Hearing, February 9, 1996 at 52.

Chief Judge Gene Carter of Maine, in commenting on three of the firm's current partners at their respective law firms, noted that "the performance of counsel ... has been absolutely outstanding. It has been a pleasure to be involved with each of you in handling this case." *Nensel v. Peoples Heritage Financial Group, Inc.*, No. 91-324-P-C, D. Me., Transcript of Hearing, December 17, 1992 at 12.

Judge Wayne Andersen of the Northern District of Illinois, in approving a proxy fraud settlement, commented to partner Stanley Bernstein: "Mr. Bernstein, it has actually been a pleasure getting to know and work with you on this....you make a really good presentation." *Hager v. Schawk, Inc.*, No. 95 C6974, N.D. Ill., Transcript of Hearing, May 21, 1997 at 22.

Similarly, Judge Robert Cindrich of the Western District of Pennsylvania, in approving a securities fraud settlement, endorsed the findings that: "Counsel. . . have been professional and realistic in this matter The court has been impressed with the competence and candor of counsel. . . ." *DeCicco v. American Eagle Outfitters Inc.*, C.A. 95-1937, Report and Recommendation of Magistrate Judge Kenneth Benson, November 25, 1996 at 6 (adopted as opinion of Court by Judge Cindrich, December 12, 1996).

FIRM BIOGRAPHY

Partners

Stanley D. Bernstein is a 1980 graduate of the New York University School of Law, where he was an editor of the *Journal of International Law and Politics*. He is a frequent lecturer on directors and

officers liability, class action and securities law issues at seminars organized nationwide by Practising Law Institute, The American Conference Institute, Tillinghast-Towers Perrin and other organizations. Prior to forming Bernstein Liebhard & Lifshitz, LLP, Mr. Bernstein practiced securities and commercial litigation at Weil, Gotshal & Manges, Gelberg & Abrams and Kreindler & Kreindler. Mr. Bernstein is vice chair of the Plaintiffs' Executive Committee in *In re Initial Public Offering Securities Litigation*, and was lead counsel in many of the leading securities cases enforcing and expanding the rights of shareholders, including: *In re Sears, Roebuck Derivative Litigation* and *In re Archer Daniels Midlands Corp. Derivative Litigation*, (pioneering cases which improved corporate governance at both companies); *In re Bankers Trust Securities Litigation* (largest recovery ever on behalf of defrauded securities sellers - \$58 million); and, *Shapiro v. Quickturn Design Systems* (successfully tried in Delaware Chancery Court and affirmed by Delaware Supreme Court, invalidating anti-takeover device).

He has been lead counsel in scores of securities class actions and is one of the most active litigators in the nation on behalf of shareholder rights in the Delaware Chancery Court where most important corporate governance litigation is conducted. He has tried many cases in state and federal court, and has successfully argued appeals on behalf of shareholders to the Delaware Supreme Court and the United States Second Circuit Court of Appeals. He is admitted to the Bars of the States of New York and Florida.

Sandy A. Liebhard is a 1988 graduate from Brooklyn Law School and has practiced all aspects of securities law for the past 15 years. He has been lead or co-lead counsel in such major securities cases as *AXA Financial Shareholders Litigation* (\$500 million in increased merger consideration); *Lin Broadcasting Corporation Shareholders Litigation* (recovering \$64 million in increased merger consideration); *Bausch & Lomb, Inc. Securities Litigation* (achieving a \$42 million recovery for defrauded shareholders); and *In re Tenneco Securities Litigation* (\$50 million recovery). Mr. Liebhard presently serves as lead or co-lead counsel in such major cases as *In re Terayon Communication Systems, Inc. Securities Litigation*, *In re Revlon, Inc. Securities Litigation*, *In re BellSouth Corp. Securities Litigation*, and is currently serving on Plaintiffs' Executive Committee in *In re Initial Public Offering*

Securities Litigation. He is admitted to the Bars of the State of New York and the United States District Court for the Southern and Eastern Districts of New York.

Mel E. Lifshitz is a 1989 graduate of Brooklyn Law School. Mr. Lifshitz's practice focuses on securities and consumer class action litigation. He most recently achieved a \$58 million settlement on behalf of shareholders in the *Bankers Trust Securities Litigation*; was co-lead counsel in *Riscorp Inc. Securities Litigation*, which resulted in a \$21 million settlement on behalf of shareholders; and is currently co-lead counsel in the *In re Federated Department Stores Securities Litigation*; Chairman of the Executive Committee in *In re Abercrombie & Fitch Co. Securities Litigation*; co-lead counsel in *In re Xerox, Inc. Securities Litigation*; co-lead counsel in *In re Deutsche Telekom AG Securities Litigation*; co-lead counsel in *In re Cigna Corp. Securities Litigation*, as well as lead and co-lead counsel in many other large securities class actions. He was also the lead counsel in *Tuchman v. Volvo Cars of North America, Inc.*, a consumer class action which resulted in a settlement value of more than \$30 million. He is admitted to the Bars of the State of New York and the District of Columbia, the United States Court for the Southern District of New York and the Eastern District of New York.

Keith M. Fleischman is a Senior Partner at Bernstein Liebhard & Lifshitz, LLP. He received his B.A. degree from the University of Vermont in 1980 and a J.D. degree from California Western School of Law in 1984. Upon graduation from law school, he was an Assistant District Attorney in the Rackets and Major Offense Bureau of the Bronx County District Attorney's Office and a Member of the Joint Bronx District Attorney's Office/United States Attorney's Office, Southern District of New York investigation into corruption by New York City Public Officials. In 1988, he joined the United States Department of Justice as a Trial Attorney in the Fraud Section, and in 1990 he served in the United States Attorney's Office, District of Connecticut, as an Assistant United States Attorney. Until joining the Firm in early 2003, Keith was a Senior Managing Partner and on the Strategic Planning Committee of Milberg Weiss Bershad Hynes & Lerach, LLP.

During his eight years as a prosecutor, Mr. Fleischman tried numerous cases to verdict and served as Chief Trial Counsel in one of the largest savings and loan prosecutions successfully brought by the federal government, including *United States v. Heath*, 970 F.2d 1397 (5th Cir. 1992). Additionally, he

served as a Trial Practice Instructor for the Attorney General's Advocacy Institute, U.S. Department of Justice, as a member of the New England Bank Fraud Task Force, Coordinating Committee, and the Connecticut Bank Fraud Working Group. Keith has also received awards from the Director of the FBI and the Attorney General for his work while serving in the Justice Department.

In 1995, Mr. Fleischman was plaintiffs' Chief Trial Counsel in *Robbins v. Koger Properties, Inc.*, 116 F.3d 1441 (11th Cir. 1997), in which a Federal jury found Deloitte & Touche liable for securities violations and awarded the class \$81.3 million after a month-long trial. Additionally, Mr. Fleischman also successfully argued before the Second Circuit the case of *Novak v. Kasaks*, 216 F.3d 300 (2d Cir. 2000), the precedent-setting decision regarding the pleading standard and disclosure of confidential informants under the PSLRA. Mr. Fleischman has also served as lead or co-lead counsel and on the executive committee for many notable and successful litigations including America Online, Ann Taylor, Motorola, Aetna and John Hancock which collectively resulted in hundreds of millions of dollars in settlements to the respective classes.

As a Senior Partner at Bernstein Liebhard & Lifshitz, LLP, Keith serves as lead or co-lead counsel in a variety of national litigations including Royal Dutch/Shell, and Cigna.

Mr. Fleischman is a member of the Bar of the State of New York, the United States District Court for the Southern District of New York, District of Colorado, the First, Second, and Eleventh Circuit Courts of Appeals, and the United States Supreme Court. He lectures in the U.S. and abroad on the investigation, litigation and prevention of Securities Fraud, including serving as Co-Chairman of the Practising Law Institute's annual Conference on Class Actions.

Jeffrey M. Haber received his B.S. from the State University of New York at Buffalo in 1985, graduating *magna cum laude* as a member of *Phi Beta Kappa*. He received his J.D. in 1988 from Hofstra University School of Law, where he was a notes and comments editor for the International Property Law Journal. Upon graduation, Mr. Haber concentrated his practice in securities and commodity law, with a New York law firm, where he represented both plaintiffs and defendants in litigations in various state and federal courts and in arbitrations in self-regulatory agencies. In 1991, Mr. Haber became associated with, and later a member of, a New York plaintiffs' firm, Wechsler Harwood LLP, where he concentrated his

practice on securities- and consumer-fraud class actions, antitrust class actions, and shareholder-rights litigation. In April 2000, Mr. Haber joined Bernstein Liebhard & Lifshitz, LLP as a partner, concentrating his practice in complex class action litigation involving shareholders' rights, securities fraud, and consumer protection. In his career, Mr. Haber has been a member of multiple trial teams in civil cases, and has conducted numerous securities arbitrations before the NASD and NYSE.

Mr. Haber has been lead counsel, co-lead counsel, or a member of an executive committee in a number of notable and successful class action litigations, including *In re Taxable Municipal Bonds Litigation* (E.D. La.) (\$110 million settlement) and *In re JDN Realty Corp. Securities Litigation* (N.D. Ga.) (\$16.8 million settlement). Mr. Haber also has been lead counsel, co-lead counsel, or a member of an executive committee in a number of successful shareholder rights litigations, including *In re The Times Mirror Co. Shareholders Litigation*, (Del. Ch.) (settlement benefit in excess of \$20 million) and *Edge Partners L.P. v. Dockser*, (D. Md.) (settlement benefit in excess of \$11 million). Mr. Haber played a key role in the factual investigation of *In re Home Shopping Network Inc. Derivative Litigation* (S.D. Fla.), which led to a settlement benefit in excess of \$20 million. He also played a significant role in the investigation and prosecution of *In re Banc One Securities Litigation* (N.D. Ill.), which resulted in a \$45 million settlement. Mr. Haber further served as lead counsel in a precedent-setting decision under the Investment Company Act of 1940 regarding the independence of directors serving on multiple boards of mutual funds operated by the same investment company. Mr. Haber is currently co-lead counsel in *In re Xerox Securities Litigation* (D. Conn.), among other notable securities class actions.

Mr. Haber is admitted to the Bar of the State of New York, the United States Court of Appeals for the Fifth Circuit, and the United States District Courts for the Southern and Eastern Districts of New York, the Western District of Pennsylvania, and the District of Arizona.

Robert J. Berg graduated from Amherst College *cum laude* with a B.A. degree in 1979, majoring in Economics and Psychology. In 1983, he received a J.D. degree from the University of Chicago Law School and an M.B.A. degree from the University of Chicago Graduate School of Business. Mr. Berg began his career as an attorney in 1983 at Skadden, Arps, Slate, Meagher & Flom, in New York, where he specialized in antitrust litigation and continued his career at LeBoeuf, Lamb, Greene & MacRae. Mr.

Berg then joined Wolf Popper LLP, and Lite DePalma Greenberg & Rivas, where he concentrated his practice on representing plaintiffs in securities and consumer fraud class actions. In 1998, Mr. Berg joined Bernstein Liebhard & Lifshitz, LLP where he concentrates his practice in complex class action litigation involving shareholders' rights, securities fraud, consumer fraud, false advertising, and antitrust issues. Mr. Berg presently is one of the liaison counsel in the *In re Initial Public Offerings Securities Litigation*. He was one of lead attorneys representing plaintiffs in *Bankers Trust Securities Litigation*, which was settled for \$58 million in May 2002, a few weeks before trial. Mr. Berg is co-lead counsel for plaintiffs in *In re Deutsche Telekom AG Securities Litigation* where the parties have agreed to a \$120 million settlement pending court approval. Prior to joining the firm, Mr. Berg was the chief plaintiffs' attorney in *Princeton Economics Group, Inc. v. AT&T Corp.*, a national consumer fraud class action against AT&T for false advertising, which was one of the largest consumer fraud cases ever settled in the New Jersey state court system (a settlement valued by the Court at over \$90 million). Mr. Berg and the firm have also achieved other large settlements in national consumer fraud class actions, such as *Tuchman v. Volvo Cars of North America, Inc.* (more than \$30 million) and *Barton v. Saab Cars of North America, Inc.* (\$4.25 million). Mr. Berg is admitted to the Bars of the States of New York and New Jersey, the federal courts of the Southern and Eastern Districts of New York and the District of New Jersey, and the Courts of Appeals for the Second, Third, and D.C. Circuits. Mr. Berg is the Resident Partner in the firm's New Jersey office. Mr. Berg has been a member of the Trade Regulation Committee and the Consumer Affairs Committee of the New York County Lawyers Association and has been an arbitrator for the Civil Court of the City of New York.

Francis P. Karam graduated from Holy Cross college in 1977 with an A.B. in the Classics, and in 1981 received his J.D. from Tulane University School of Law. Upon graduation, he practiced Admiralty and Maritime law with a New York law firm, where he represented international insurance companies in commercial arbitrations and litigation in various Federal courts. From 1984 to 1990, Mr. Karam was an Assistant District Attorney in the Bronx, where he served as a senior Trial Attorney in the Homicide Bureau. He entered private practice in 1990, specializing in trial and appellate work in state and federal courts. Before joining the firm, Mr. Karam was a partner at Milberg, Weiss, Bershad, Hynes & Lerach

LLP. Mr. Karam has, in his career, tried over 100 criminal and civil cases, including complex cases involving tax fraud and commercial fraud. He has argued numerous appeals in the State and Federal courts. Recently, Mr. Karam played a significant role in the factual investigation and successful opposition to the defendants' motions to dismiss in *In re Enron Securities Litigation*. He was co-lead counsel in *In re Thomas and Betts Securities Litigation* where he achieved a \$46.5 million settlement on behalf of the shareholder class. He is currently co-lead counsel in *In re Xerox Securities Litigation*. Mr. Karam concentrates his practice in complex class action litigation involving shareholders' rights and securities fraud. Mr. Karam is an active teacher and lecturer for the National Institute of Trial Lawyers, and recently was a panelist at the ABA Business Law section seminar *Corporate Accounting in the Wake of Enron*. He is admitted to the Bars of the State of New York and the Commonwealth of Pennsylvania, the United States Court of Appeals for the Second Circuit, and the United States District courts for the Southern and Eastern Districts of New York.

Rebecca M. Katz is a 1990 graduate of Hofstra University School of Law where she was a member of the Hofstra Law Review. She has been prosecuting securities fraud cases on behalf of the SEC and private investors since the early 1990's. As Senior Trial Counsel in the Enforcement Division of the U.S. Securities and Exchange Commission from 1993 - 1998, she prosecuted major cases involving violations of the federal securities laws, including insider trading, market manipulation, and accounting fraud. Representative cases include *SEC v. Karczewski, et al., (Stockbridge Funding)* (S.D.N.Y.); *SEC v. Dillon et al., (BusinessWeek)* (D. Conn.); *SEC v. F.N. Wolf & Co., Inc., et al.,* (S.D.N.Y.); *SEC v. Sarivola, et al.,* (S.D.N.Y. 1995). Prior to joining the firm in 2001, she was associated with Lieff, Cabraser, Heimann & Bernstein, LLP where she served as Counsel for plaintiff classes in several securities cases, including *Dietrich v. Bauer, et al.,* (S.D.N.Y.) (securities class action involving trading in the securities of Scorpion Technologies Inc.), and is presently serving on Plaintiffs' Executive Committee in *In re Initial Public Offering Securities Litigation* (S.D.N.Y.). She is admitted to the New York State Bar and to the bars of the federal district courts for the Southern and Eastern Districts of New York.

U. Seth Ottensoser graduated with high honors in 1992 from Queens College of the City University of New York, where he was elected to and became a member of phi beta kappa. Mr.

Ottensoser received a J.D. degree in 1995 from the University of Southern California School of Law. Mr. Ottensoser concentrates his practice in the areas of merger and acquisition litigation, securities class actions and corporate litigation. He is a frequent lecturer on the issues of civil procedure, federal practice, class actions and corporate governance and has written extensively and been published on those matters. Mr. Ottensoser has served as a member of the Special Committee on Mergers, Acquisitions and Corporate Control Contests of the Association of the Bar of the City of New York. Before joining Bernstein Liebhard & Lifshitz, LLP, he was a partner at Milberg Weiss Bershad Hynes & Lerach LLP.

Mr. Ottensoser has been involved in many successful class actions, including: *In re Aetna, Inc. Securities Litigation* (\$82.5 million recovery); *In re Triton Energy Ltd. Securities Litigation* (\$49.5 million recovery); *In re Ascent Entertainment Derivative Litigation* (\$40 million derivative settlement relating to the sale of the Denver Nuggets and Colorado Avalanche); *In re Waste Management Derivative Litigation* (\$25 million recovery); and *In re Kinkos Shareholder Litigation* (\$8.5 million recovery for class consisting of approximately 160 shareholders). He is admitted to the Bars of the State of New York and the United States Courts for the Southern and Eastern Districts of New York.

William A. K. Titelman is a 1980 graduate of The Dickinson School of Law. Throughout his career, he has been actively involved in government, public policy and politics. Mr. Titelman began his career in the administration of Pennsylvania Governor Milton Shapp, serving in several key positions including Director of Motor Vehicles and Special Assistant to the Governor for Government Management. Then, after law school, Mr. Titelman led the Pennsylvania Trial Lawyers Association for nearly a decade. Subsequently, he became a partner at Klett Rooney Lieber & Schorling, LLP, a leading Pennsylvania law firm, where he served on the firm's Board of Directors and chaired both its Harrisburg office and its Administrative Law and Government Affairs Practice Group. Among his accomplishments, he organized and led a national campaign involving shareholders, including major public pension funds and other institutional investors, shareholder rights activists, former SEC Commissioners, leading economists and deans of business and law schools, to oppose and successfully amend Pennsylvania Senate Bill 1310, which *The Wall Street Journal* described as the most onerous anti-takeover, anti-shareholder bill ever proposed in the United States. Mr. Titelman went on to serve as Executive Vice

President, Managed Care and Public Affairs, at a Fortune 200 corporation. Prior to joining Bernstein Liebhard & Lifshitz, LLP, he was a partner in the Washington D.C. office of Duane Morris, LLP, a 500-lawyer national law firm.

Mr. Titelman is a prominent Democratic fund raiser. He is currently Co-Chair of the National Finance Committee of the Democratic Governors Association. Most recently, he served as National Finance Chair for the election of Pennsylvania Governor Ed Rendell. Additionally, Mr. Titelman has served the Democratic National Committee as Co-Chair of its Major Supporters Council and, in 2000, as a Finance Vice Chair and Co-Chair of Convention Affairs. He was an early supporter of President Bill Clinton and served on his National Finance Committee in both campaigns and as a member of the Electoral College. Mr. Titelman has also been active with the Democratic Senate Campaign Committee, the Democratic Congressional Campaign Committee, and as a founding member of Senator Tom Daschle's political action committee (DASHPac). In a unique exception, he was one of six statewide Finance Chairs for the election of Pennsylvania Governor Tom Ridge, a Republican. Mr. Titelman is admitted to the Bars of the Commonwealth of Pennsylvania and the United States District Court for the Middle District of Pennsylvania.

Of Counsel

Timothy J. MacFall is a 1985 graduate of Brooklyn Law School. Mr. MacFall concentrates in complex class-action litigation involving shareholders' rights, securities fraud, and antitrust issues. Mr. MacFall has previously served as a Special Assistant United States Attorney in the Southern District of New York, a Trial Attorney in the Immigration & Naturalization Service, and an Assistant District Attorney in Kings County, New York. He is a member of the Bar of the State of New York, and is admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York, the District of Colorado, and the United States Court of Appeals for the Second Circuit.

Mark T. Millkey received an M.A. in English from the University of Virginia in 1983, and a J.D. from the University of Virginia in 1987. He has practiced as an associate at Powell, Goldstein, Frazer & Murphy in Atlanta and at Simpson Thacher & Bartlett in New York, and as Special Counsel at Milberg

Weiss Bershad Hynes & Lerach, LLP in New York. Mr. Millkey has extensive experience in consumer-fraud, securities-fraud, and derivative litigation at both the trial and appellate level. Mr. Millkey is admitted to the Bars of the States of New York and Georgia.

Felecia L. Stern is a 1992 *cum laude* graduate of the University of Pennsylvania Law School where she served on the editorial board of the University of Pennsylvania Law Review. Ms. Stern previously clerked for the Honorable Francis X. Altimari of the United States Court of Appeals for the Second Circuit. Prior to joining Bernstein Liebhard & Lifshitz, LLP, Ms. Stern was associated for years with the firm of Simpson Thacher & Bartlett where she represented defendants in securities class actions, complex commercial litigation, and SEC and other governmental investigations. Ms. Stern concentrates her practice in complex class action litigation involving shareholders' rights and securities fraud issues. She is admitted to the Bar of the State of New York.

Associates

Abraham I. Katsman is a 1989 graduate of the Cardozo School of Law and has practiced all aspects of securities litigation, including trial, since that time. He is admitted to the Bars of the States of New York and New Jersey and the District of Columbia.

Michael S. Egan is a 1991 graduate of the Fordham University School of Law and received an LL.M. in International Law from the Georgetown University School of Law in 1992. Mr. Egan has practiced securities and class action litigation exclusively since 1993. He is admitted to the Bar of the States of New York and New Jersey.

Mary U. Hoover is a 1992 graduate of the Fordham University School of Law. Ms. Hoover has practiced securities and commercial litigation almost exclusively since that time. She is admitted to the Bars of the States of New York and Connecticut.

Ronald J. Aranoff is a 1995 graduate of Benjamin N. Cardozo School of Law. Mr. Aranoff has previously served as an Assistant District Attorney in Kings County, New York, where he successfully tried numerous cases to verdict. He has also served as both a civil and criminal litigator in the private sector. Mr. Aranoff concentrates his practice on consumer and antitrust class action litigations. He is

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Joseph R. Seidman, Jr. is a 1997 graduate of St. John's University School of Law and has practiced securities and class action litigation exclusively since that time. He is admitted to the Bar of the State of New York.

Gregory M. Egleston is a 1997 graduate of New York Law School. Mr. Egleston has practiced securities and class action litigation exclusively since that time. He is admitted to the Bars of the States of New York and Connecticut.

Danielle Mazzini-Daly is a 1997 graduate of Boston University School of Law, where she was an editor of the International Law Journal. Ms. Mazzini-Daly previously served as an Assistant District Attorney in Kings County, New York where she tried several cases to verdict successfully. She is admitted to the Bar of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York.

Michael S. Bigin is a 1999 graduate of St. John's University School of Law, where he was a member of the American Bankruptcy Institute Law Review and Moot Court Honor Society. Mr. Bigin has practiced securities litigation exclusively since 1999. He is admitted to the Bar of the State of New York.

Stephanie M. Beige graduated *summa cum laude* from Touro College Jacob D. Fuchsberg Law Center in 2000, and was a member of the Touro Law Review. Prior to joining Bernstein Liebhard & Lifshitz, LLP, Ms. Beige was associated with the firm of Milberg Weiss Bershad Hynes & Lerach LLP, where she represented plaintiffs in securities class actions and mass tort actions. She is admitted to the Bar of the State of New York, and the United States District Court for the Southern District of New York.

Andrea H. Williams received her B.S. in accounting from the City University of New York, Medgar Evers College, in 1996, graduating *summa cum laude* and class valedictorian. She became a New York State licensed CPA in 1998, after spending two years as a public auditor with a Big Six (now Big Four) Public Accounting Firm. She received her J.D. in 2002 from Seton Hall University School of Law. She has been employed as an internal auditor with a major investment banking firm. Ms. Williams is a

member of the Bars of the States of New York and New Jersey. She is also admitted to practice before the United States District Courts for the Southern and Eastern District of New York and the District of New Jersey.

Jessica L. Francisco is a 2002 *cum laude* graduate of Case Western Reserve University School of Law. She is admitted to the Bar of the State of New York.

Russell M. Iger graduated *cum laude* with a B.A. in Philosophy from the University of Connecticut in 1996. He received his J.D. from St. John's University School of Law in 2002 where he served as Executive Notes & Comments Editor for the New York International Law Review and as President of the International Law Society. Mr. Iger is admitted to the Bars of the States of New York and Connecticut.

Brian S. Cohen is a graduate of George Washington University (B.B.A. in Accounting, 1994) and St. John's University School of Law (1997) where he was a member of the St. John's Law Review. He is the author of *Corporate Governance for the Entrepreneur*, 71 St. John's L. Rev. 125 (1997). Mr. Cohen's practice focuses on complex securities, corporate and commercial litigation, including class and derivative actions, in federal and state courts across the country. He has represented institutional and individual investors in securities and corporate governance litigation involving public companies, private companies, accounting firms, investment banks, broker-dealers and domestic and offshore hedge funds. Mr. Cohen has been involved in many successful class actions, including *In re BankAmerica Corp., Inc. Securities Litigation* (E.D. Mo.) (\$490 million recovery), *In re MicroStrategy, Inc. Securities Litigation* (E.D. Va.) (\$192.5 million recovery) and *In re Synavant, Inc.* (Del. Ch.) (increased hostile bidder's acquisition price by 40%). Mr. Cohen was a key member of the trial team that obtained a multi-million dollar jury verdict. Prior to joining Bernstein Liebhart & Lifshitz, LLP, Mr. Cohen was associated with Wolf Haldenstein Adler Freeman & Herz LLP. He is admitted to practice in New York and Connecticut, and the United States District Court for the Southern and Eastern Districts of New York and the District of Connecticut.

Alden W. Vedder graduated from Oberlin College and received his law degree from Duquesne University School of Law in 1998. He has practiced plaintiff and class action litigation exclusively since

that time. In May of 2003, he published an article, “Federal Securities Claims Improperly Removed Under SLUSA Law of 1998,” analyzing a significant Seventh Circuit securities decision for the Allegheny County Bar Journal. Mr. Vedder is admitted to the Bar of the Commonwealth of Pennsylvania.

Alixandra R. Blitz received her B.S. from Binghamton University’s School of Management in 2000 graduating *magna cum laude*. She received her J.D. from Cardozo School of Law in 2003 where she served as the Executive Editor of the Cardozo Journal of Conflict Resolution. Alixandra is admitted to the Bars of the State of New York and New Jersey. She is also admitted to practice before the Bars of the federal district courts for the Southern and Eastern Districts of New York and the District of New Jersey.

Jeffrey D. Lerner is a graduate of Franklin & Marshall College (B.A. History, 1998), and Temple University School of Law (2003). He was a member of the Temple Law Review, and he is the author of “Encouraging Litigation at the Expense of Our Children: The Inapplicability of Buckhannon Board and Care Home, v. West Virginia Department of Health and Human Resources to the Individuals With Disabilities Education Act,” 76 Temp. L. Rev. 381, 2003. Prior to joining Bernstein Liebhard & Lifshitz, LLP, Jeffrey was associated with Miller Faucher and Cafferty in Philadelphia, where he represented plaintiffs in antitrust, consumer, and employment class actions. He is admitted to the Bars of the States of New Jersey and Pennsylvania.

Rebecca R. Cohen received her B.A. in History from Brown University in 2001. She received her J.D. from the Benjamin N. Cardozo School of Law in 2005 where she served as a notes editor of the Cardozo Journal of Conflict Resolution.

Daniel Fried received his B.A. from Boston University in 2000. In 2004, he graduated cum laude from the University of Miami School of Law and was a member of the University of Miami International and Comparative Law Review. Daniel is admitted to the Bars in the States of New York, New Jersey and Florida.

CERTIFICATE OF SERVICE

The undersigned certifies that a copy of the attached document was served upon the following counsel of record in the action filed in this Court, via first-class mail prepaid, this 12th day of December, 2005:

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